

*Handwritten:* Keenan, J.  
PART, I

Jay S. Berke (JB 6500)  
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New York, New York 10036  
(212) 735-3000  
Attorneys for Plaintiffs

**07 CV 3183**

**JUDGE LEISURE**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
BLACKROCK, INC.,

Plaintiff,

- against -

SCHRODERS PLC.

Defendant.  
-----X

Civ.

APR 20 2007  
U.S. DISTRICT COURT  
S.D. N.Y.

**ORDER TO SHOW  
CAUSE**

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: <u>4-20-07</u>

Upon the Affidavit of Robert P. Connolly, sworn to the 19 day of April, 2007, the copy of the Complaint, and the Memorandum of Law in support of the Order to Show Cause of Plaintiff BlackRock, Inc., hereto annexed, and for good cause shown:

IT IS HEREBY ORDERED that the above named Defendant Schrodgers plc show cause before ~~a motion term of~~ this Court, at Room 18B, United States Courthouse, 500 Pearl Street, in the City, County and State of New York, on the 9<sup>th</sup> day of May, 2007, at 12:00 p.m. thereof, or as soon thereafter as counsel may be heard, why an Order in the form set forth in Attachment A hereto should not be granted pursuant to Rules 26 through 38 of the Federal Rules of Civil Procedure authorizing expedited discovery and setting a hearing date for

Defendant to show cause why a preliminary injunction in the form set forth in Attachment B hereto pursuant to Rule 65 of the Federal Rules of Civil Procedure; and it is further

ORDERED that service of a copy of this Order To Show Cause upon Defendant Schroders plc by registered mail with expedited delivery in accordance with and authorized by the Hague Convention on the Service Abroad of Judicial and Extra-Judicial Documents in Civil and Commercial Matters pursuant to Articles 3 through 6 to its office headquarters located at 31 Gresham Street, London EC2V 7QA, attention: Mr. Howard Trust, Group General Counsel, with deposit into said registered mail made on or before 5:00 p.m. on April 20, 2007, shall be

deemed good and sufficient service thereof. *Opposition papers are due May 7, 2007 at 9:30 A.M.*

Dated: New York, New York  
April 20 2007

Issued: 2<sup>55</sup> PM.m.

SO ORDERED:

*John F. Keenan*  
United States District Judge  
*Part I*

**ATTACHMENT A TO ORDER TO SHOW CAUSE DATED APRIL 20, 2007**

Jay S. Berke (JB 6500)  
A Member of the Firm  
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New York, New York 10036  
(212) 735-3000  
Attorneys for Plaintiffs

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
BLACKROCK, INC.,	:
	:
Plaintiff,	:   Civ. _____
	:
- against -	:
	:
SCHRODERS PLC.	:
	:
Defendant.	:
	:
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	:
-----X	

**ORDER GRANTING  
EXPEDITED  
DISCOVERY**

Upon the Affidavit of Robert P. Connolly, sworn to the 19 day of April, 2007, the copy of the Complaint, and the Memorandum of Law in support of the Order to Show Cause of Plaintiff BlackRock, Inc., hereto annexed, and for good cause shown:

IT IS HEREBY ORDERED that, pursuant to Rules 26 through 38 of the Federal Rules of Civil Procedure:

- (a) BlackRock's application for expedited discovery is granted; and
- (b) On a date within 10 days of the issuance of this Order Granting Expedited Discovery, BlackRock is to serve its First Requests for Production of Documents, Interrogatories and/or Requests for Admission upon Defendant Schrodgers plc to which Defendant shall respond

and/or object thereto within 20 days of such service, and Plaintiff BlackRock may move to compel such discovery upon 5 days' notice; and

(c) Defendant shall provide the following of its officers, directors or managers for deposition by Plaintiff BlackRock pursuant to Notices of Deposition described in Subparagraph (d) below: Schroders' Chief Executive Officer, Mr. Michael Dobson; Schroders' Head of Human Resources for the Investment and Distribution Group, Ms. Jayne Bayliss; Schroders' Global Head of Distribution, Mr. Massimo Tosato; Schroders' Head of Investment, Mr. Alan Brown; Schroders' Deputy Head of Distribution, Mr. John Troiano; and Schroders' Head of Continental Europe & Middle East, Mr. Gavin Ralston; and no more than 2 additional deponents pursuant to a Deposition Notice under F.R.C.P. 30(b)(6); and

(d) On a date within 10 days of the issuance of this Order Granting Expedited Discovery, BlackRock is to serve the Notices of Depositions described in Subparagraph (c) above upon Defendant Schroders, providing Defendant with at least 10 days notice in advance of the date of any such deposition and providing that such deposition shall take place in London, England, unless another location is agreed upon by the parties; and

(e) Plaintiff BlackRock is granted leave to make additional discovery requests as circumstances warrant on shortened notice and to conduct deposition and document discovery of nonparties including, but not necessarily limited to, Mr. Achim Küssner, Jamesbeck Global Partners, and/or Ms. Kirsty McAlpine of Jamesbeck Global Partners on shortened notice, but otherwise pursuant to procedures and service consistent with the Federal Rules of Civil Procedure and/or the Hague Convention on the Service Abroad of Judicial and Extra-Judicial Documents in Civil and Commercial Matters; and it is further

ORDERED that expedited discovery under this Order shall conclude on or before June 7, 2007; and it is further

ORDERED that service of a copy of any discovery request or demand upon any party hereunder by delivery to counsel appearing in this Action for such party or by overnight mail or courier delivery upon such counsel, or if no such appearance by counsel is made, then upon registered mail with expedited delivery in accordance with and authorized by the Hague Convention on the Service Abroad of Judicial and Extra-Judicial Documents in Civil and Commercial Matters pursuant to Articles 3 through 6, service upon Defendant Schroders plc by serving its office headquarters located at 31 Gresham Street, London EC2V 7QA, attention: Mr. Howard Trust, Group General Counsel, shall be deemed good and sufficient service thereof; and it is further

ORDERED that service of a copy of this Order Granting Expedited Discovery upon Defendant Schroders plc by delivery to counsel appearing in this Action for Defendant or by overnight mail or courier delivery upon such counsel, or if no such appearance by counsel is made, then upon registered mail with expedited delivery in accordance with and authorized by the Hague Convention to its office headquarters located at 31 Gresham Street, London EC2V 7QA, attention: Mr. Howard Trust, Group General Counsel, with deposit into said registered mail made on or before 5:00 p.m. five days from the date of this Order Granting Expedited Discovery, shall be deemed good and sufficient service thereof.

Dated: New York, New York  
April \_\_, 2007

Issued: \_\_\_\_\_ .m.

SO ORDERED:

\_\_\_\_\_  
United States District Judge

**ATTACHMENT B TO ORDER TO SHOW CAUSE DATED APRIL 20, 2007**

Jay S. Berke (JB 6500)  
A Member of the Firm  
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New York, New York 10036  
(212) 735-3000  
Attorneys for Plaintiffs

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X	
BLACKROCK, INC.,	:
	:
Plaintiff,	: ____ Civ. ____
	:
- against -	:
	:
SCHRODERS PLC.	:
	:
Defendant.	:
	:
	:
	:
----- X	:

**ORDER TO SHOW  
CAUSE WHY  
PRELIMINARY  
INJUNCTION SHOULD  
NOT BE GRANTED**

Upon the Affidavit of Robert P. Connolly, sworn to the 19 day of April, 2007, the copy of the Complaint, and the Memorandum of Law in support of the Order to Show Cause of Plaintiff BlackRock, Inc. ("BlackRock") hereto annexed, and for good cause shown:

IT IS HEREBY ORDERED that the above named Defendant Schroders plc show cause before a motion term of this Court, at Room \_\_\_\_, United States Courthouse, 500 Pearl Street, in the City, County and State of New York, on the \_\_\_\_ day of \_\_\_\_, 2007, at \_\_\_\_:\_\_\_\_.m. thereof, or as soon thereafter as counsel may be heard, why a preliminary injunction should not be granted pursuant to Rule 65 of the Federal Rules of Civil Procedure:

(a) Preliminarily enjoining Defendant Schroders, its officers, agents, servants, employees, and attorneys and all persons in active concert or participation with them who receive actual notice of such injunction from employing or permitting any other subsidiary or affiliate of Defendant Schroders from employing Mr. Küssner for a reasonable period during the pendency of this action; and

(b) Preliminarily enjoining Defendant Schroders its officers, agents, servants, employees, and attorneys and all persons in active concert or participation with them who receive actual notice of such injunction from interfering with the contractual obligations of any present or former Managing Director or employee of Plaintiff BlackRock, or its subsidiary and affiliate BlackRock Germany, including Mr. Achim Küssner, Mr. Clemens Bertram, Mr. Robert Schlichting, Mr. Joachim Nareike, Ms. Melanie Katharina Stahl, and Ms. Katja Wanke by inducing, aiding or abetting or otherwise interfering with the restrictive covenants of the BlackRock, Inc. Confidentiality and Employment Policy which prohibit Managing Directors or employees or former employees of BlackRock or any of its subsidiaries or affiliates from soliciting BlackRock employees to leave BlackRock or any of its subsidiaries or affiliates and which prohibit the disclosure of confidential information of BlackRock or any of its subsidiaries or affiliates during the pendency of this action; and

(c) Preliminarily enjoining Defendant Schroders its officers, agents, servants, employees, and attorneys and all persons in active concert or participation with them who receive actual notice of such injunction from retaining or utilizing any confidential information of BlackRock or any of its subsidiaries or affiliates; and

(d) Preliminarily enjoining Defendant Schroders, its officers, agents, servants, employees, and attorneys and all persons in active concert or participation with them who

receive actual notice of such injunction from employing or permitting any other subsidiary or affiliate of Defendant Schroders from employing Mr. Küssner for a reasonable period subsequent to the conclusion of this action; and it is further

ORDERING that security in an appropriate amount shall be posted by the Plaintiff on or before an appropriate date and time to be established in a form satisfactory to the Court;

AND IT IS FURTHER ORDERED that on or before June 14, 2007 Plaintiff BlackRock may submit a supplementary brief in support of and Defendant Schroders may submit an opposition brief to the preliminary injunction and that on or before June 19, 2007 each party may submit reply briefs;

AND IT IS FURTHER ORDERED that service of a copy of this Order To Show Cause Why a Preliminary Injunction Should Not Be Granted upon Defendant Schroders plc delivery to counsel appearing in this Action for Defendant or by overnight mail or courier delivery upon such counsel, or if no such appearance by counsel is made, then upon registered mail with expedited delivery in accordance with and authorized by the Hague Convention to its office headquarters located at 31 Gresham Street, London EC2V 7QA, attention: Mr. Howard Trust, Group General Counsel, with deposit into said registered mail made on or before 5:00 p.m. five days from the date of this Order To Show Cause Why a Preliminary Injunction Should Not Be Granted, shall be deemed good and sufficient service thereof.

Dated: New York, New York  
April \_\_, 2007

Issued: \_\_\_\_\_ .m.

SO ORDERED:

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United States District Judge